



**SINO PROSPER STATE GOLD RESOURCES HOLDINGS LIMITED**  
**中盈國金資源控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00766)

**PROXY FORM**

**Form of proxy for use by shareholders at the extraordinary general meeting to be held at 10:00 a.m. on Friday, 20 April 2012 at Unit 02-04, 17/F Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong.**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.10 each of Sino Prosper State Gold Resources Holdings Limited (the “Company”), hereby appoint the Chairman of the extraordinary general meeting (the “Meeting”) of the Company or \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy (note c) at the Meeting to be held at 10:00 a.m. on Friday, 20 April 2012 at Unit 02-04, 17/F Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

		<b>FOR</b>	<b>AGAINST</b>
<b>As special resolution</b>			
1.	To amend the articles of association of the Company and to adopt the new articles of association of the Company <sup>(note e)</sup>		
<b>As ordinary resolution</b>			
2.	To approve the termination of the existing share option scheme of the Company and approve and adopt the new share option scheme of the Company <sup>(note e)</sup>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2012 Shareholder's signature <sup>(notes f, g, h and i)</sup> \_\_\_\_\_

**Notes:**

- a. Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- b. Please insert the number of shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the extraordinary general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for any of the resolution set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form return is duly signed but without specific direction on any of the proposed resolution, the proxy will note or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain to vote at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- e. The description of these resolution is by way of summary only. The full text appears in the notice of the Meeting as contained in the Company's circular dated 28 March 2012.
- f. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- g. The form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorized.
- h. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer agent, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Meeting or any adjournment thereof.
- i. Any alteration made to this form should be initialed by the person who signs the form.
- j. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.